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SEC 1972 Potential persons who are to respond to the collection of information contained in this form are not (6-02) required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

MAD 0 1 2004

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response...1

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPT

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Name of Offering ([] check if this	is an amendment	and name ha	s changed, and	d indicate change.	·)
Filing Under (Check box(es) that apply): Type of Filing: [X] New Filing [] A	[] Rule 504	[] <u>Rule 505</u>	[X] Rule 506	[] Section 4(6)	[] ULOE
The Control of the American Control of the Control	A. BASIC IDEN	TIFICATION I	DATA		
1. Enter the information requeste	d about the issuer				
Name of Issuer ([] check if this is Telemics, Inc.	an amendment a	nd name has	changed, and i	ndicate change.)	
Address of Executive Offices (Nu	ımber and Street, (City, State, Zip	Code) Teleph	one Number (Incl	uding
Area Code) 201 East Jefferson Street, Suite 11	3, Louisville, KY 40	0202	(5	(02) 583-9052	
Address of Principal Business Op			ity, State, Zip (Code) Telephone l	Number
(Including Area Code) (if different from Executive Office	s)				
Brief Description of Business Designs and manufactures	wireless tele	emetry netw	orks used i	n remote	
monitoring and control o	f assets confi	gured over	large area	ıs.	A sec Philipsessian regionary () system is not
Type of Business Organization					
[X] corporation	[] limited partnersl	hip, already fo	rmed []	other (please spe	cify):
[] business trust	[] limited partnersl	hip, to be form	ed		

~~

Month Year

Actual or Estimated Date of Incorporation or Organization:

[0][4] [0][1]

[X] Actual [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [D] [E]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under <u>Regulation</u> D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

				followina:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[]Promoter [X]	Beneficial Owner	[X]	Executive Officer	[X]	Director []	General and/or Managing Partner
Full Name (Last name	first, if individual)		Prince of the control		(Charles of Allendaria)		
Roussell, Scott							
Business or Residence	e Address (Numbe	er and Street,	City, S	state, Zip Cod	e)	Hart Land Control of the Control of	umarien a ameriki ameriki kanan etaga sidereka beraren akamaren gan
201 East Jefferson Stre	et, Suite 113, Louis	wille, KY 402	02				
Check Box(es) that	[] Promoter [X]	Beneficial	[]	Executive	[X]	Director []	General
Apply:		Owner		Officer			and/or

Managing Partner

Full Name (Last name	first, if individual)					
Payne, Stephen						
Business or Residence	,		, City, s	State, Zip Code)	
562 Blankenbaker Land			ř i	Executive	[V] Disostas []	Conorol
Check Box(es) that Apply:	[]Promoter[]	Beneficial Owner	[]	Officer	[X] Director []	General and/or Managing Partner
Full Name (Last name Saunders, Robert	first, if individual)					
Business or Residence	e Address (Numb	er and Street	, City, S	State, Zip Code		
1650 National City Tow		40202				
Check Box(es) that Apply:	[]Promoter[]	Beneficial Owner	[]	Executive Officer	[X] Director []	General and/or Managing Partner
Full Name (Last name Schultz, James	first, if individual)		PANERON I PANERON I TANDON I PANERON I			
Business or Residence				State, Zip Code		
115 North Neil Street, S						
Check Box(es) that Apply:	[]Promoter[]	Beneficial Owner	[]	Executive Officer	[X] Director []	General and/or Managing Partner
Full Name (Last name Bing, Steven	<i>'</i>					
Business or Residence	•		•	State, Zip Code)	
4229 Bardstown Road,						
Check Box(es) that Apply:	[]Promoter[]	Beneficial Owner	[]	Executive Officer	[X] Director []	General and/or Managing Partner
Full Name (Last name Boden, Dale		23 a. C. Ann ang ang ang ang ang ang ang ang ang a				
Business or Residence 600 East Main Street, L			City, S	State, Zip Code)	en de la la servición de la comitación del La comitación de la comit	
Check Box(es) that Apply:	[] Promoter [X]	Beneficial Owner	[]	Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last name Open Prairie Ventures	•	our Petronomination and Company of the control of the Petronomination of the Company of the Comp	***************			
Business or Residence 115 North Neil Street, C	Address (Numbe		City, S	State, Zip Code)		
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Full Na	Apply: Owner Officer and/or Managing Partner Full Name (Last name first, if individual) IWB Investments, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 1650 National City Tower, Louisville, KY 40202 (Use blank sheet, or copy and use additional copies of this sheet, as necessary.) B. INFORMATION ABOUT OFFERING 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this Yes No offering?													
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Answe	er also in	Append	ix, Colur	nn 3, if fi	iling und	er ULOE						

2. Enter the number of accredited and non-accredited investors

who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u>, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

Accredited Investors	Number Investors 11 0	Dollar Amount of Purchases \$278,239.00 \$ 0
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
Type of offering Rule 505 Regulation A Rule 504 Total	Type of Security	Dollar Amount Sold \$ \$ \$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Total	[] [X] [X] [] [] [] [] [] []	\$ \$5,000.00 \$ \$ \$ \$ \$5,000.00
b. Enter the difference between the aggregate offering price given to Part C - Question 1 and total expenses furnished in response to Question 4.a. This difference is the "adjusted gross proceeds to the total expenses in the total expenses are the total expenses."	o Part C -	\$273,239.00
5. Indicate below the amount of the adjusted gross proceeds to the	ne issuer	

used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted

Aggregate

gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payments to Officers. Directors. & Payments To Affiliates Others Salaries and fees []\$_____ []\$_____ Purchase of real estate Purchase, rental or leasing and installation of machinery [] []\$_____ and equipment Construction or leasing of plant buildings and facilities...... [] []\$_____ Acquisition of other businesses (including the value of securities involved in this offering that may be used in [] []\$ exchange for the assets or securities of another issuer pursuant to a merger) [] []\$_____ Repayment of indebtedness Working capital [X \$273,239.00 Other (specify): []\$_____ []\$_____ [X1 \$273,239.00 Column Totals Total Payments Listed (column totals added) [X] \$273,239.00 D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Date Telemics, Inc. Name of Signer (Print or Type) Title of Signer (Print or Type) Chief Executive Officer Scott Roussell ATTENTION Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.) E. STATE SIGNATURE 1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification No Yes provisions of such rule?

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature Date /27/04/
Telemics, Inc. Name of Signer (Print or Type)	Title (Print or Type)
	Chief Executive Officer

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	Intend to s to non-acc investors (Part B-Ite	credited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of inv amount pu (Part C-Ite	rchased in		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors		Number of Non- Accredited Investors	Amount	Yes	No
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